

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358145

PAGE NO. _____ OF _____

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Hogan & Hartson

DOCKET FILE COPY ORIGINAL

780.00

(4) STREET ADDRESS LINE NO. 1

c/o Peter A. Rohrbach, Esq.

Docket # 99-212

(5) STREET ADDRESS LINE NO. 2

555 Thirteenth Street, NW

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20004

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 637-8631

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

TeleDistance, Inc.

(12) STREET ADDRESS LINE NO. 1

555 Seventeenth Street

RECEIVED

(13) STREET ADDRESS LINE NO. 2

(14) CITY

Denver

(15) STATE

CO

(16) ZIP CODE

80202

(17) DAYTIME TELEPHONE NUMBER (include area code)

(303) 992-1400

(18) COUNTRY CODE (if not in U.S.A.)

APR 27 2000
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

domestic 214

(20A) PAYMENT TYPE CODE (PTC)

C U T

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

780.00

FCC USE ONLY

(23A) FCC CODE 1 authorization

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 5 3 0 0 8 4 7 0 4

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 9 4 3 3 5 2 5 0 2

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, Certify under penalty of perjury that the foregoing and supporting information
(PRINT NAME)
are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE:

MASTERCARD

____/____

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

MONTH YEAR
List ABCDE 2

VENDOR: FEDERAL COMMUNICATIONS

CHECK NO. 247209

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN	NET CHECK AMOUNT
621824 FEE		03/17/00	780.00	780.00	.00	780.00

CHECK NO.	CHECK DATE	VENDOR NO.
247209	03/17/00	F07025

HOGAN & HARTSON L.L.P.
ATTORNEYS AT LAW
555 13TH STREET, N.W.
WASHINGTON, D.C. 20004

CHECK NO. 247209

BANK OF AMERICA
WASHINGTON, D.C.

15-120
540

SEVEN HUNDRED EIGHTY AND 00/100
PAY
TO THE FEDERAL COMMUNICATIONS
ORDER OF COMMISSION

CHECK AMOUNT

780.00

AMOUNTS OVER \$500. REQUIRE TWO SIGNATURES

AUTHORIZED SIGNATURE

⑈ 247209⑈ ⑆054001204⑆ 001920087047⑈

March 17, 2000

Federal Communications Commission
Common Carrier Bureau – Network Services
P.O. Box 358145
Pittsburgh, PA 15251-5145

**Re: Application Pursuant to Section 214 of the Communications Act for
Consent to the Transfer of Control of TeleDistance, Inc. from
Qwest Communications International Inc. to Touch America, Inc.**

Dear Sir or Madam:

Enclosed for filing are the original and two copies of an Application Pursuant to Section 214 of the Communications Act of 1934 for Consent to the Transfer of Control of TeleDistance, Inc. from Qwest Communications International Inc. to Touch America, Inc., from Qwest Communications International Inc. ("Qwest") to Touch America, Inc. Please note that the enclosed filing contains a facsimile signature for Qwest and that the original signature page will be delivered by hand on the next Commission business day. Also enclosed please find FCC Form 159 (Fee Remittance Advice) and a check in the amount of seven hundred eighty dollars (\$780.00) for the filing fee.

If there are any questions regarding this filing, please contact the undersigned counsel for the parties directly.

Respectfully submitted,

By: 

Charles H. Helein
Jonathan S. Marashlian
The Helein Law Group, P.C.
8180 Greensboro Drive
Suite 700
McLean, VA 22101-3828
Phone: (703) 714-1300
Fax: (703) 714-1330

Counsel for Touch America, Inc.

By: 

Peter A. Rohrbach
David L. Sieradzki
Ronnie London
Hogan & Hartson L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
Phone: (202) 637-5458
Fax: (202) 637-5910

Counsel for Qwest Communications
International Inc.
and TeleDistance, Inc.

Enclosures

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

TeleDistance, Inc.

Application Pursuant to Section 214 of the
Communications Act of 1934 for Consent to the
Transfer of Control of TeleDistance, Inc. from
Qwest Communications International Inc. to
Touch America, Inc.

Attention: Common Carrier Bureau

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, Touch America, Inc. ("Touch America") and Qwest Communications International Inc. ("Qwest") (collectively "Applicants") hereby seek consent to the transfer of control of TeleDistance, Inc. ("TeleDistance") from Qwest to Touch America.

The proposed transfer of control will enable Qwest to complete the divestiture of its interLATA business in the 14-state U S WEST, Inc. ("U S WEST"), region. The Commission recently found that the merger of Qwest and U S WEST (the "Merger") would serve the public interest. *Merger of Qwest Communications International Inc. and U S WEST, Inc.*, CC Docket No. 99-272, Memorandum Opinion and Order, FCC 00-91 (rel. March 10, 1999). Qwest must divest its interLATA business in the U S WEST region prior to or upon closing the Merger.

This application seeks authority for Touch America to acquire TeleDistance Holdings, Inc. ("TD Holdings"), which owns 100 percent of TeleDistance, from Qwest.

This application for consent to the sale of a nondominant interexchange carrier clearly is in the public interest and should proceed on an expedited basis.

I. STRUCTURE OF THE TRANSACTION.

Immediately prior to the merger of Qwest and U S WEST, the following two steps will occur:

First, Qwest's wholly-owned subsidiaries – Qwest Communications Corporation, LCI International Telecom Corp., USLD Communications, Inc., and Phoenix Network, Inc., collectively referred to as the "Qwest Subs" – will transfer their in-region interLATA service customers, together with certain associated network facilities and employees, to TeleDistance. ^{1/} That assignment will be achieved through the Qwest Subs' transfer of these assets as a dividend payment to Qwest, and a transfer from Qwest, through TD Holdings (the immediate parent company of TeleDistance), to TeleDistance.

^{1/} The mechanics of the assignments to TeleDistance will happen in immediate succession, as follows: (1) the affiliates of TeleDistance that hold the assets to be divested (which include the Qwest Subs and other subsidiaries of Qwest) will dividend or otherwise make intercompany assignments of such assets to Qwest Inc.; (2) Qwest will make a capital contribution of such assets to TD Holdings, the parent of TeleDistance; (3) TD Holdings will make a capital contribution of these assets to TeleDistance.

Second, Qwest will transfer the stock of TD Holdings to Touch America, and Touch America will pay cash to Qwest. As a result of this transaction, TeleDistance will remain a wholly-owned subsidiary of TD Holdings, but Touch America will have ultimate control over TeleDistance.

II. SPECIFIC INFORMATION

Touch America seeks authority to acquire, by transfer of control from Qwest, a carrier holding authority under Section 214 to provide interstate and international telecommunications service (the former being held by virtue of the "blanket" Section 214 authorization provided for by Section 63.01 of the Commission's rules). 2/ The Applicants submit the following information in support of this Application:

(a) The transferor is Qwest Communications International Inc. ("Qwest"). Its address and telephone numbers are:

Qwest Communications International Inc.
555 Seventeenth Street
Denver, Colorado 80202
(303) 992-1400
Fax: (303) 992-1044

The transferee is Touch America, Inc. ("Touch America"). Its address and telephone numbers are:

2/ An application for Commission consent to the transfer of control of the Section 214 authorizations held by the Qwest Subs to provide international telecommunications service is being separately filed concurrently with this Application.

Touch America, Inc.
130 E. Main St.
Butte, Montana 59701
Phone: (406) 496-5100
Fax: (406) 496-5330

The carrier being transferred is TeleDistance, Inc. ("TeleDistance"). Its address and telephone numbers are:

TeleDistance, Inc.
555 Seventeenth Street
Denver, Colorado 80202
Phone: (303) 992-1400
Fax: (303) 992-1044

- (b) Qwest is a Delaware corporation.
Touch America is a Montana corporation.
TeleDistance is a Delaware corporation.

- (c) Correspondence concerning this application should be addressed to the following:

For Qwest and TeleDistance:

R. Steven Davis
Senior Vice President of Government Affairs
Qwest Communications International Inc.
555 Seventeenth Street
Denver, CO 80202
Phone: (303) 992-4200
Fax: (303) 992-1044
E-mail: steve.davis@qwest.com

With a copy to:

Peter A. Rohrbach
Hogan & Hartson L.L.P.
555 13th Street N.W.
Washington, D.C. 20004-1109
Phone: (202) 637-8631
Fax: (202) 637-5910
E-mail: PARohrbach@hhlaw.com

For Touch America:

Michael J. Meldahl
President and Chief Operating Officer
Touch America, Inc.
40 E. Broadway
Butte, Montana 59701
Phone: (406) 496-5199
Fax: (406) 497-2150

With a copy to:

Charles H. Helein
Jonathan L. Marashlian
The Helein Law Group, P.C.
8180 Greensboro Drive
Suite 700
McLean, VA 22102-3823
Phone: (703) 714-1300
Fax: (703) 714-1330
E-mail: charles@helein.com
E-mail: jmarashlian@helein.com

(d) At the time of the transfer of control, TeleDistance will receive authority, by assignment from the Qwest Subs, to provide interstate and international services from all points in the 14-state U S WEST region: the states of Arizona, Colorado, Idaho, Iowa, Montana, Minnesota, Nebraska, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington, and Wyoming.

(e) The following are the names, addresses, citizenship, and principal businesses of the carrier being transferred and any person or entity that will directly or indirectly own at least ten percent of its equity following the proposed transaction.

The carrier being transferred is TeleDistance, Inc.:

TeleDistance, Inc.
555 Seventeenth Street
Denver, Colorado 80202
Phone: (303) 992-1400
Fax: (303) 992-1044
Citizenship: Delaware corporation
Principal business: international and domestic long-distance telecommunications

The following company currently holds, and will continue to hold, 100 percent of the equity of TeleDistance Inc.:

TeleDistance Holdings Inc.
555 Seventeenth Street
Denver, Colorado 80202
Phone: (303) 992-1400
Fax: (303) 992-1044
Citizenship: Delaware corporation
Principal business: holding company

The following company will, after consummation of the transaction for which this Application seeks authority, own 100 percent of TD Holdings Inc.:

Touch America, Inc.
130 E. Main St.
Butte, Montana 59701
Phone: (406) 496-5100
Fax: (406) 496-5330
Citizenship: Montana corporation
Principal business: telecommunications

The following holding company owns 100 percent of Touch America Inc.:

Entech, Inc.
16 E. Granite
Butte, Montana 59701
Phone: (406) 723-5421
Citizenship: Montana corporation
Principal business: holding company

The foregoing holding company, Entech, Inc., is a 100 percent, wholly-owned subsidiary of the following company:

The Montana Power Company
40 E. Broadway
Butte, Montana 59701
Phone: (406) 723-5421
Citizenship: Montana corporation
Principal business: energy and telecommunications

The Montana Power Company is a widely held corporation with its shares traded on the New York Stock Exchange under the symbol MTP. No single individual or institution owns 10% or more of its shares.

(f) Touch America certifies pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to the application is subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

III. PUBLIC INTEREST STATEMENT

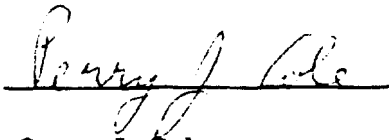
The Applicants submit that the proposed transfer of control would serve the public interest, convenience, and necessity. First, the requested transfer of control will ensure compliance with Section 271 of the Act at the time Qwest merges with U S WEST and will advance the public interest benefits already identified in the Commission order conditionally approving that merger. Second, existing customers will be protected, because TeleDistance will continue providing them the same services that they receive today from Qwest. Third, the transfer of control will expand the reach of Touch America's service offerings, thus increasing the reach of that growing competitive carrier. This would benefit consumers by promoting competition in the markets for interstate and international services.

For the foregoing reasons, the Applicants respectfully request that this Application be granted expeditiously and on a streamlined basis.

Respectfully submitted,

TOUCH AMERICA, INC.

QWEST COMMUNICATIONS
INTERNATIONAL INC.
AND TELEDISTANCE, INC.

By: 

Perry J. Cole
Vice President of Corporate
Business Development
Touch America, Inc.
40 E. Broadway
Butte, MT 59701
Phone: (406) 496-5100
Fax: (406) 496-5330

By: _____

Drake S. Tempest
R. Steven Davis
Qwest Communications
International Inc.
555 Seventeenth Street
Denver, CO 80202
Phone: (303) 992-4200
Fax: (303) 992-1044

Charles H. Helein
Jonathan S. Marshlian
The Helein Law Group, P.C.
8180 Greensboro Drive
Suite 700
McLean, VA 22102-3823
Phone: (703) 714-1300
Fax: (703) 714-1330
E-mail: charles@helein.com
E-mail: jmarshlian@helein.com

Counsel for Touch America, Inc.

Peter A. Rohrbach
David L. Sieradzki
Ronnie London
Hogan & Hartson L.L.P.
555 Thirteenth, N.W.
Washington, DC 20004
Phone: (202) 637-5600
Fax: (202) 637-5910
E-mail: parohrbach@hhlaw.com

Counsel for Qwest Communications
International Inc. and TeleDistance, Inc.

Dated: March 17, 2000

For the foregoing reasons, the Applicants respectfully request that this Application be granted expeditiously and on a streamlined basis.

Respectfully submitted,

TOUCH AMERICA, INC.

**QWEST COMMUNICATIONS
INTERNATIONAL INC.
AND TELEDISTANCE, INC.**

By: _____

By:  _____

Perry J. Cole
Vice President of Corporate
Business Development
Touch America, Inc.
40 E. Broadway
Butte, MT 59701
Phone: (406) 496-5100
Fax: (406) 496-5330

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R. Steven Davis
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E-mail: jmarashlian@helein.com

Counsel for Touch America,
Inc.

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David L. Sieradzki
Ronnie London
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555 Thirteenth, N.W.
Washington, DC 20004
Phone: (202) 637-5600
Fax: (202) 637-5910
E-mail: parohrbach@hhlaw.com

Counsel for Qwest Communications
International Inc. and TeleDistance,
Inc.

Dated: March 17, 2000

ATTACHMENT A
Certifications

I, Perry J. Cole, in my capacity as Vice President of Corporate Business Development for Touch America and on behalf of Touch America, certify that all the statements in the foregoing application with respect to Touch America and affiliated companies are true and correct:

By: Perry J. Cole
Perry J. Cole
Touch America, Inc.
40 E. Broadway
Butte, Montana 59701
Phone: (406) 496-5100
Fax: (406) 496-5330